

**UNIVERSITY OF CALIFORNIA
LAWRENCE LIVERMORE NATIONAL LABORATORY**

FOREIGN OWNERSHIP, CONTROL, OR INFLUENCE (FOCI)

The University of California (University) has determined that performance of the work described in this solicitation will require access to classified information, unescorted entry to security areas, access to special nuclear materials (SNM), or generation of classified matter. For each of these circumstances, DOE requires that the University obtain disclosures of any foreign ownership, control, or influence (FOCI) over the proposed Subcontractor and all tier parent firms, including the ultimate parent firm, and any proposed sub-subcontractor firms, including all of their tier parent firms, including the ultimate parent.

To provide the information needed by DOE for the FOCI determination process, the Offeror whose proposal is selected for award must submit to the University a completed Certificate Pertaining to Foreign Interests, together with supporting information, for itself, and all tier parent firms, and its sub-subcontractors (associated with the proposed subcontract), and all the sub-subcontractors' tier parent firms.

Attached are the following forms to assist you in this effort (these forms may be reproduced):

Summary FOCI Data Sheet (Part I) and FOCI Submittal Package Checklist (Part II)
Certificate Pertaining to Foreign Interests
Definitions for Completion of the Certificate Pertaining to Foreign Interests*
Instructions for Completion of the Certificate Pertaining to Foreign Interests*
Taxpayer Identification Form
List of Owners, Officers, Directors, & Executive Personnel (OODEPs)
Representative of Foreign Interest (RFI) Statement

* These forms are provided for assistance and need not be submitted as part of your FOCI certification package.

NOTE: If your firm (or any tier parent firm, or any sub-subcontractor firm or their tier parent) possesses a current DOE or DOD Facility Clearance, contact the University Procurement Representative for additional instructions before completing the attached forms.

Prior to forwarding a FOCI submission to the University, you as the offeror should review the FOCI documentation to ensure that:

- a. If the offeror is owned by a parent organization(s), the certificate(s) pertaining to Foreign Interests and a Taxpayer Identification Form(s) have been attached for all tier parents, i.e., ultimate parent and any intervening levels of ownership. Each certification must be signed and dated by an authorized official of the respective organization. [i.e., a person authorized to represent and sign for the organization as officially recorded by the organization (that is, in the document which sets forth the terms & conditions for its operation & management by laws, operating agreement, partnership agreement, etc.)]

In addition to the executed certificate pertaining to Foreign Interests, an offeror/bidder and, if applicable, its tier parents should also submit the following to the University.

1. A copy of the U.S. company's articles of incorporation and an attested copy of the U.S. company's by-laws, or similar documents filed for the U.S. company's existence and management, and all amendments to those documents.

NOTE: A contractor with a DOE approved facility clearance and, if applicable, its tier parents do not need to provide these documents unless (i) the U.S. company's articles of incorporation and by-laws, or similar documents filed for the U.S. company's existence and management, have been amended; or (ii) the DOE Lead Responsible Office has requested the documents.

2. Complete and return the attached Summary FOCI Data Sheet Part I and FOCI Submittal Package Checklist Part II. **NOTE:** A contractor with a DOE approved facility clearance and, if applicable, its tier parents do not need to provide the Summary FOCI Data Sheet Part I unless:

- (i) A change(s) has occurred which would affect the answers to the information in the Summary FOCI Data Sheet previously provided by the contractor and/or its tier parents, if applicable; or
- (ii) The Lead Responsible Office has requested the contractor and/or its tier parents to complete and return the Summary FOCI Data Sheet. The Summary FOCI Data Sheet will enable the Lead Responsible Office to review and verify the submitted information in a quicker and more thorough manner which will provide a quicker determination.

3. Consolidated information and statements for the organizations' most recently closed accounting year.

- a. Publicly-traded companies (whether the ultimate parent, intermediate parent, or subsidiary) should submit its annual report and securities and exchange commission form 10-K report for the most recently closed accounting year, as well as its most recent proxy statement for the annual meeting of stockholders.

If the company's stock is not publicly traded but the company has publicly-traded debt, the company should submit its Securities and Exchange omission Form 10-K report for the most recently closed accounting year.

- b. Privately-owned companies (whether the ultimate parent, intermediate parent, or subsidiary) should submit consolidated financial information (i.e., to include the accounts of the company and its subsidiary companies) for the most recently closed accounting year. The financial information should be prepared and presented in accordance with generally accepted accounting principles as established by the financial accounting standards board,

to include accompanying footnote disclosures. If available, audited financial information should be provided. If audited financial information is not available, unaudited information should be accepted, but only if accompanied by a certification attesting to the unavailability of audited information.

4. Listing of owners, officers, directors, and executive personnel (OODEP)

The contractor and all tier parents should submit a list identifying their respective organization's owners, owner's representatives, officers, directors, and executive personnel, to include their complete names; social security numbers; date and place of birth; citizenship; titles of all positions they hold within the organization; and what clearances; if any, they possess or are in the process of obtaining and identification of the government agency(ies) that granted or will be granting those clearances.

If any position is vacant, so state.

For sole proprietorships operating in community property states (Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Texas, Washington, or Wisconsin), information on the sole proprietor's spouse, if applicable, should also be provided on the OODEP listing.

With respect to the U.S. organization's owners, publicly-traded companies do not need to provide all identifying information on its owners as required on the OODEP listing unless those individuals are OODEPs of the U.S. organization. However, publicly-traded companies should provide the most recent copies of any Schedules 13D and/or 13G received from any beneficial owners (foreign or domestic) who hold 5 percent or more of any class of the U.S. organization's securities.

NOTE: If any of the above documents are missing, the contracting officer cannot complete award of the contract.

Remember:

An individual certificate pertaining to Foreign Interests and a Taxpayer Identification Form is required for the Offeror and each tier parent firm, including the Ultimate Parent.

The FOCI List of Owners, Officers, Directors, & Executive Personnel (OODEPs) form is required for the Offeror and each tier parent firm, including the Ultimate Parent.

Each form must be signed by an officer of the entity listed on the OODEPs list.

The University requires two copies of the submission package for each firm reported, including the Offeror and each tier parent firm(s), including the Ultimate Parent.